

ADVANTEST CORP
Form F-6 POS
April 22, 2016

As filed with the U.S. Securities and Exchange Commission on April 22, 2016
Registration No. 333-13886

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

KABUSHIKI KAISHA ADVANTEST
(Exact name of issuer of deposited securities as specified in its charter)

Advantest Corporation
(Translation of issuer's name into English)

Japan
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depository as specified in its charter)

4 New York Plaza, New York, New York 10004
Telephone (800) 990-1135
(Address, including zip code, and telephone number, including area code , of depository's principal executive offices)

Advantest America, Inc
Attention: Accounting and Finance Department
3061 Zanker Road,
San Jose, California 95134
(408) 456-3600

(Address, including zip code, and telephone number, including area code , of agent for service)

Copy to :

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, Suite 2405
New York, New York 10022
(212) 319-7600

It is proposed that this filing become effective under Rule 466

- immediately upon filing
- on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit (1)	Proposed maximum aggregate offering price (2)	Amount of registration fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one share of Common Stock of Advantest Corporation	n/a	n/a	n/a	n/a

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of ADR Filed Herewith as Prospectus
(1) Name and address of Depositary	Face, introductory paragraph and final sentence on face
(2) Title of American Depositary Receipts and identity of deposited securities	Face, top center and introductory paragraph
Terms of Deposit:	
(i) Amount of deposited securities represented by one unit of American Depositary Shares	Face, upper right corner and introductory paragraph
(ii) Procedure for voting, if any, the deposited securities	Reverse, paragraph (12)
(iii) Collection and distribution of dividends	Face, paragraphs (4), (5) and (7); Reverse, paragraph (10)
(iv) Transmission of notices, reports and proxy soliciting material	Face, paragraphs (3) and (8); Reverse, paragraph (12)
(v) Sale or exercise of rights	Face, paragraphs (4) and (5); Reverse, paragraph (10)
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face, paragraphs (4) and (5); Reverse, paragraphs (10) and (13)
(vii) Amendment, extension or termination of the Deposit Agreement	Reverse, paragraphs (16) and (17) (no provision for extension)
(viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the list of Holders of ADRs	Face, paragraph (3)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face, paragraphs (1), (2), (4), and (5)

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|-----|---|-------------------------|
| (x) | Limitation upon the liability of the Depositary | Reverse, paragraph (14) |
| (3) | Fees and Charges | Face, paragraph (7) |
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Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(a) Statement that upon effectiveness of the termination of Advantest Corporation's (the "Company") reporting requirements under the Exchange Act, the Company will publish information in English required to maintain the exemption from registration under Rule 12g3-2(b) under the Securities Exchange Act of 1934 on its Internet Web site (www.advantest.com) or through an electronic information delivery system generally available to the public in its primary trading market.	Face, paragraph (8)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Amended and Restated Deposit Agreement dated as of _____, 2016 among Advantest Corporation, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the form of American Depositary Receipt, is filed
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Previously filed.
- (e) _____ Certification under Rule 466. Filed herewith as Exhibit (e).

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all of the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on April 21, 2016.

Legal entity created by the form of Deposit Agreement
for the issuance of ADRs evidencing American
Depositary Shares

By: JPMORGAN CHASE BANK, N.A.,
as Depositary

By: /s/ Gregory A. Levendis
Name: Gregory A. Levendis
Title: Executive Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Advantest Corporation certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized on April 21, 2016.

ADVANTEST CORPORATION

By: /s/ Shinichiro Kuroe
Name: Shinichiro Kuroe
Title: Representative Director, President
and CEO

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Shinichiro Kuroe his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, this Registration Statement has been signed by the following persons on April 21, 2016 , in the capacities indicated.

SIGNATURES

Signature	Title
/s/ Shinichiro Kuroe Shinichiro Kuroe	Representative Director, President and CEO
/s/ Osamu Karatsu Osamu Karatsu	Director
/s/ Seiichi Yoshikawa Seiichi Yoshikawa	Director
/s/ Sae Bum Myung Sae Bum Myung	Director
/s/ Hiroshi Nakamura Hiroshi Nakamura	Director (Principal Financial & Accounting Officer)
/s/ Yoshiaki Yoshida Yoshiaki Yoshida	Director
/s/ Yuichi Kurita Yuichi Kurita	Director
/s/ Megumi Yamamuro Megumi Yamamuro	Director
/s/ Yasushige Hagio Yasushige Hagio	Director

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Advantest Corporation, has signed this Post-Effective Amendment to Registration Statement on Form F-6 on April 21, 2016.

Authorized U.S. Representative

By: /s/Douglas Lefever
Name: Douglas Lefever

INDEX TO EXHIBITS

Exhibit
Number

- (a) Form of Amended and Restated Deposit Agreement.
- (e) Rule 466 Certification